

1 HONORABLE KAREN A. OVERSTREET
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3 **HEARING DATE: FRIDAY, NOVEMBER 1, 2013**
4 **HEARING TIME: 9:30 A.M.**
5 **LOCATION: SEATTLE, COURTROOM 7206**

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8 **UNITED STATES BANKRUPTCY COURT**
9 **WESTERN DISTRICT OF WASHINGTON**

10 In re

11 TC GLOBAL, INC.,

12 Debtor.

13 No. 12-20253

14 {PROPOSED} ORDER GRANTING
15 FINAL APPROVAL OF DISCLOSURE
16 STATEMENT AND CONFIRMING
17 SECOND AMENDED PLAN OF
18 LIQUIDATION

19 THIS MATTER came before the Court for hearing on confirmation of the Second Amended
20 Disclosure Statement and Plan of Liquidation (“Plan”) of TC Global, Inc., debtor in possession herein
21 (“Debtor”). The Debtor filed an Amended Disclosure Statement and Plan of Liquidation with the
22 Court on September 25, 2013, as to which, on September 26, 2013, the Court entered an Order of
23 conditional approval. Capitalized terms not defined herein shall have their meaning as set forth in the
Plan. The Court has reviewed the Plan and the files and records herein and finds and concludes as
follows:

A. This Court has jurisdiction over the Bankruptcy Case pursuant to 28 U.S.C. §§ 157 and
1334. Confirmation of the Plan is a core proceeding under 28 U.S.C. § 157(b)(2) and this Court has

{PROPOSED} ORDER GRANTING FINAL APPROVAL OF
DISCLOSURE STATEMENT AND CONFIRMING SECOND
AMENDED PLAN OF LIQUIDATION –

Page 1

1977 20121 yj29fm03r8

Case 12-20253-KAO Doc 964 Filed 10/29/13 Ent. 10/29/13 14:00:53 Pg. 1 of 5

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1 exclusive jurisdiction to determine whether the Plan complies with the applicable provisions of the
2 Bankruptcy Code and should be confirmed.

3 B. The Amended Disclosure Statement and Plan of Liquidation and Ballots were
4 transmitted and served in compliance with the Bankruptcy Code, the Bankruptcy Rules and applicable
5 nonbankruptcy law. Such transmittal and service were adequate and sufficient. Adequate and
6 sufficient notice of the hearing on confirmation hearing was given in compliance with the Bankruptcy
7 Code and the Bankruptcy Rules and no other or further notice is or shall be required. Votes for
8 acceptance and rejection of the Plan were solicited in good faith and such solicitation complied with
9 § § 1125 and 1126 of the Bankruptcy Code, Rules 3017 and 3018 of the Bankruptcy Rules, all other
10 applicable provisions of the Bankruptcy Code, and all other applicable rules, laws, and regulations.

11 C. Upon the Ballot Summary filed by the Debtor on October 28, 2013, the Debtor
12 certified that it received the requisite acceptances both in number and amount from certain classes of
13 creditors for confirmation of the Plan as required under § 1126 of the Bankruptcy Code.

14 D. The only objection to confirmation of the Plan was filed by Mark Dringenberg, Wil
15 Abadilla, Melissa Johnson, Nicolette Ortiz and Roger Mullin (the “Objection”).

16 E. The Plan complies with the applicable provisions of the Chapter 11 of the Code;
17 (1) The Debtor, as proponent of the Plan, has complied with the applicable
18 provisions of the Code;
19 (2) The Plan has been proposed in good faith and not by any means forbidden by
20 law;
21 (3) Any payment made or promised by the Debtor for services or for costs and
22 expenses prior to the date of this Order in connection with the case, or in
23 connection with the Plan and incident to the case, has been disclosed to the

{PROPOSED} ORDER GRANTING FINAL APPROVAL OF
DISCLOSURE STATEMENT AND CONFIRMING SECOND
AMENDED PLAN OF LIQUIDATION –

Page 2

1977 20121 yj29fm03r8

Case 12-20253-KAO Doc 964 Filed 10/29/13 Ent. 10/29/13 14:00:53 Pg. 2 of 5

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Court. Any such payment made before confirmation of the Plan has been found to be reasonable; if such payment is to be fixed after confirmation of the Plan, such payment is subject to the approval of the Court as reasonable;

- (4) The Debtor will not have officers and directors following confirmation of the Plan; the Plan discloses appointment of a Plan Administrator and an Oversight Committee.
 - (5) The Plan does not provide for any rate change subject to any regulatory commission;
 - (6) With respect to each class:
 - (a) Each holder of a claim or interest of such class has accepted the Plan; or will receive or retain under the Plan on account of such claim or interest property of a value, as of the effective date of the Plan, that is not less than the amount that such holder would so receive or retain if the debtor were liquidated under Chapter 7;
 - (b) Except to the extent that the holder of a particular claim has agreed to a different treatment of such claim, the Plan provides:
 - (i) With respect to a claim of a kind specified in § 507(a)(2) of the Code, such claims shall be paid as promptly as practicable after entry of a Final Order of the Court allowing such claim, and that funds will be reserved for asserted claims before any distribution on general unsecured claims.
 - (ii) Allowed general unsecured claims shall be paid *pro rata* from the Distribution Fund (after reservation for Administrative

{PROPOSED} ORDER GRANTING FINAL APPROVAL OF
DISCLOSURE STATEMENT AND CONFIRMING SECOND
AMENDED PLAN OF LIQUIDATION –

AMENDED P
Page 3
1977 20121 yj29fm03r8

Case 12-20253

Case 12-20233-KAO Doc 984 Filed 10/29/13 Ent. 10/29/13 14:00:53 Pg. 3 of 3

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Expense and Priority Tax Claims) and funds will only be paid on
Class 3(a) equity interests to the extent they exceed amounts
necessary to pay all Allowed Claims, plus interest as set forth in
the Plan.

(iii) With respect to a claim of a kind specified in § 507(a)(8) of the
Code, the holder of such claim will be paid from the Distribution
Fund within 30 days following the later of
(i) Effective Date; and (ii) the entry of a Final Order allowing
such claim.

- (7) At least one impaired class of claims has accepted the Plan, determined without
including any acceptance of the Plan by an insider holding a claim of such
class;
- (8) The Plan does not discriminate unfairly and is fair and equitable with respect to
each class of claims or interest that is impaired under and has not accepted the
Plan.

Now, therefore, based on the foregoing, it is hereby

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ORDERED as follows:

1. The Objection is overruled.
 2. The adequacy of the Disclosure Statement is approved on a final basis.
 3. The Second Amended Plan of Liquidation attached hereto is confirmed.

// /End of Order/ //

Presented by:

BUSH STROUT & KORNFELD LLP

By _____
Gayle E. Bush, WSBA #07318
Aimee S. Willig, WSBA #22859
Attorneys for TC Global, Inc.

{PROPOSED} ORDER GRANTING FINAL APPROVAL OF
DISCLOSURE STATEMENT AND CONFIRMING SECOND
AMENDED PLAN OF LIQUIDATION –

AMEN
Page 5

Page 3
1977 20121 vi29fm03r8

Case 12-20253-KAO Doc 964 Filed 10/29/13 Ent. 10/29/13 14:00:53 Pg. 5 of 5

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